

EXHIBIT B

(Ordinary Course Professional Affidavit)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|-------------------------------|
| -----X | | |
| In re | : | Chapter 11 Case No. |
| | : | |
| LEXINGTON PRECISION CORP., <u>et al.</u>, | : | 08-11153 (MG) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

**AFFIDAVIT AND DISCLOSURE STATEMENT OF HERMAN CLARK,
ON BEHALF OF CLARK & CLARK, ATTORNEYS AT LAW, P.C.**

STATE OF GEORGIA)
) ss:
COUNTY OF GILMER)

HERMAN CLARK, being duly sworn, upon his oath, deposes and says:

1. I am the President of Clark & Clark, Attorneys at Law, P.C., located at 84 River Street, P. O. Box H, Ellijay, GA 30540 (the "Firm").

2. Lexington Precision Corporation and Lexington Rubber Group, Inc., as debtors and debtors in possession (collectively, the "Debtors"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

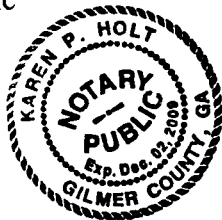
6. The Debtors owe the Firm \$0.00 for prepetition services.

7. [The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.]¹

Subscribed and sworn to before me

this 19th day of May, 2008

Karen P. Holt
Notary Public



Herman Clark
Herman Clark

¹ If necessary.

EXHIBIT C

(Retention Questionnaire)

In re Lexington Precision Corp., et al.

Chapter 11 Case No. **08-11153 (MG)**

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEXINGTON PRECISION CORPORATION OR LEXINGTON RUBBER GROUP, INC. (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.

RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Christopher J. Marcus, Esq.
John W. Lucas, Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Clark & Clark, Attorneys at Law, P.C.

P. O. Box H/84 River Street

Ellijay, GA 30540
2. Date of retention: November, 1998
3. Type of services provided (accounting, legal, etc.):

Legal Services
4. Brief description of services to be provided:

General consultation regarding Georgia matters
5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable):

\$250.00

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Varies – Low \$50.00 per month/High \$2,750.00 per month

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: None

Date claim arose: None

Source of Claim: None

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None

Status: None

Amount of Claim: None

Date claim arose: None

Source of claim: None

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None

Status: None

Kind of shares: None

No. of shares: None

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

11. Name of individual completing this form:

Herman Clark